



NORTH AMERICAN CAR CORPORATION

222 SOUTH RIVERSIDE PLAZA • CHICAGO, ILLINOIS 60606 U.S.A. • (312) 648-4000 • TELEX 255222

9-021A054

Date JAN 22 1979 January 19, 1979.

Fee \$ 16.00

RECORDATION NO. 9718-0 Filed 1425

JAN 22 1979 - 10 25 AM

Secretary
Interstate Commerce Commission
Washington, D.C. 20423.

Washington, D.C.

Re: Section 11303 Filing: Amendment dated as of January 18, 1979, to Equipment Trust Agreement dated as of September 25, 1978, by and between North American Car Corporation ("North American") and Crocker National Bank, as Trustee.

Dear Mr. Secretary:

Enclosed for recording under Section 11303 of the Interstate Commerce Act are six executed counterparts of the Amendment ("Amendment") dated as of January 18, 1979, to the Equipment Trust Agreement ("Agreement") dated as of September 25, 1978, by and between North American and Crocker National Bank, as Trustee ("Trustee"), 611 West Sixth Street, Los Angeles, California 90017. The Agreement was recorded with the Interstate Commerce Commission at 3:25 p.m. on September 27, 1978, and was assigned Recordation No. 9718.

Under the Agreement and the amendment, North American leases the equipment described therein from the Trustee in accordance therewith and assigns to the Trustee as security for North American's obligation under the Agreement all amounts due and payable under any sublease of the Equipment or any guaranty thereof.

Also enclosed is a check, payable to the Interstate Commerce Commission in the amount of \$10 as the recording fee for the Amendment to the Agreement.

Pursuant to the Commission's rules and regulations for the recording of certain documents under Section 11303 of the Interstate Commerce Act, you are hereby requested to duly file two of the enclosed counterparts for recording in your office and to return the remaining counterparts, together with the Secretary's Certificate of Recording, to the Messenger making this delivery.

If you have any question, please contact me.

Very truly yours,

James M. Gillespie
James M. Gillespie
Attorney.

NO NOTIFICATION
FEE OPERATION
I.C.C.

JAN 22 10 23 AM '79

JMG/sgs
Enclosures.

Interstate Commerce Commission

Washington, D.C. 20423

OFFICE OF THE SECRETARY

1/22/79

James M. Gillespie
North American Car Corp.
222 South Riverside Plaza
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 20(c) of the Interstate Commerce Act,

49 U.S.C. 20(c), on

1/22/79

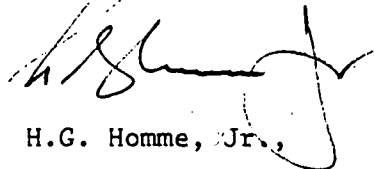
at

10:25am

and assigned recordation number(s)

9718-0 C

Sincerely Yours,



H.G. Homme, Jr.,

Secretary

Enclosure(s)

SE-30-T
(2/78)

A M E N D M E N T

Dated as of January 18, 1979

RECORDATION NO. 9778-10 Filed 1425

JAN 22 1979 - 10 25 AM

INTERSTATE COMMERCE COMMISSION

Attachment B to the Equipment Trust Agreement dated as of September 25, 1978 ("Agreement"), by and between North American Car Corporation ("Company") and Crocker National Bank, as Trustee ("Trustee") is hereby amended to add to such Attachment B the cars described in Exhibit 1 attached hereto.

IN WITNESS WHEREOF, the Company and the Trustee have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first written.

(CORPORATE SEAL)

NORTH AMERICAN CAR CORPORATION,

By

James M. Gillespie
Vice President

Attest:

James M. Gillespie
Assistant Secretary

CROCKER NATIONAL BANK.

Trustee

(CORPORATE SEAL)

By

[Signature]
Vice President

Attest:

[Signature]
Trust Officer

STATE OF ILLINOIS)
COUNTY OF COOK) as:

On this 18th day of January before me personally appeared H. R. Platt to me personally known, who being by me duly sworn, says that he is Senior V.P. of NORTH AMERICAN CAR CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was on January 18, 1979, signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Debra A. Lakin
Notary Public

My Commission Expires 4-3-82

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES SS.:

On this 19th day of January before me personally appeared H. E. Sjolm to me personally known, who being by me duly sworn, says that he is a VICE PRESIDENT of CROCKER NATIONAL BANK, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was on JANUARY 19, 1979 signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.



Maryanne B. Losorelli
Notary Public

My Commission Expires 5-4-82

NORTH AMERICAN CAR CORPORATION
EQUIPMENT TRUST - SECOND 1978 SERIES
DESCRIPTION OF EQUIPMENT

Quantity	Serial Numbers	A.A.R. Mechanical Designation Code	Description	
35	17050-17084	T-104	Class 111A100W3, 100 ton,	17,500 gallon
			capacity tank cars	
55	17245-17299	T-104	Class 111A100W3, 100 ton,	16,500 gallon
			capacity tank cars	
27	29250-29276	T-108	Class 111A100W1, 100 ton,	30,700 gallon
			capacity tank cars	
1	58760	L-654	Class L0, 100 ton, 5,750 cu. ft.	hopper car
500	59151-59650	L-254	Class L0, 100 ton, 5,750 cu. ft.	hopper cars
50	72540-72589	T-105	Class 111A100W3, 100 ton,	20,700 gallon
			capacity tank cars	
50	73635-73684	T-104	Class 111A100W1, 100 ton,	20,700 gallon
			capacity tank cars	
50	77106-77155	T-105	Class 111A100W3, 100 ton,	23,700 gallon
			capacity tank cars	
10	81149-81158	T-106	Class 111A100W1, 100 ton,	24,000 gallon
			capacity tank cars	
120	93870-93989	L-651	Class L0, 100 ton, 3,000 cu. ft.	hopper cars
75	390075-390149	L-652	Class L0, 100 ton, 4,000 cu. ft.	hopper cars
500	480700-481199	L-153	Class L0, 100 ton, 4,750 cu. ft.	hopper cars
			<u>1,473</u>	